

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

CEPHEID

(Exact Name of Registrant as Specified in its Charter)

California
(State or Other Jurisdiction of
Incorporation or
Organization)

77-0441625
(I.R.S. Employer
Identification No.)

904 Caribbean Drive
Sunnyvale, CA 94089-1302
(Address of Principal Executive Offices)

1997 STOCK OPTION PLAN (as amended)
2000 EMPLOYEE STOCK PURCHASE PLAN (as amended)
(Full Title of the Plans)

John L. Bishop
Chief Executive Officer
Cepheid
904 Caribbean Drive
Sunnyvale, CA 94086-1302
(Name and Address of Agent For Service)
(408) 541-4191
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Douglas N. Cogen
FENWICK & WEST LLP
275 Battery Street
San Francisco, CA 94111
Telephone: (415) 875-2300
Facsimile: (415) 281-1350

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock	1,128,897	\$5.16	\$5,825,108.52	\$471.83

- (1) Pursuant to Rule 416(a), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.

- (2) Estimated solely for the purpose of computing the amount of registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Registrant's Common Stock reported on the Nasdaq National Market on June 11, 2003.

Explanatory Note: This Registration Statement on Form S-8 relates to the issuance of up to shares of the Company's Common Stock (the "**Shares**"). Of the Shares, 928,745 are issuable pursuant to an evergreen provision in the Company's 1997 Stock Option Plan, as amended, and 200,152 are issuable pursuant to an evergreen provision in the Company's 2000 Employee Stock Purchase Plan, as amended.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This registration statement on Form S-8 registers an aggregate of 1,128,897 additional shares of common stock automatically reserved for issuance upon exercise of stock options granted under the Registrant's 1997 Stock Option Plan, as amended, and 2000 Employee Stock Purchase Plan as amended, pursuant to the terms of each such plan. This registration statement on Form S-8 hereby incorporates by reference: (a) the contents of the Registrant's registration statement on Form S-8 (Registration No. 333-91472) filed with the Securities and Exchange Commission on June 28, 2002, (b) the contents of the Registrant's registration statement on Form S-8 (Registration No. 333-65844) filed with the Securities and Exchange Commission on July 25, 2001 and (c) the contents of the Registrant's registration statement on Form S-8 (Registration No. 333-41682) filed with the Securities and Exchange Commission on July 18, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on this 16th day of June, 2003.

CEPHEID

By: /s/ John L. Bishop
John L. Bishop
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints John L. Bishop and John R. Sluis, his true and lawful attorneys in fact and agents, each acting alone, with full power of substitution and resubstitution, for him or her and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post effective amendments) to the registration statement on Form S-8, and to sign any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post effective amendments thereto, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities as of June 16, 2003.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas L. Gutshall</u> Thomas L. Gutshall	Chairman of the Board	June 16, 2003
<u>/s/ John L. Bishop</u> John L. Bishop	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	June 16, 2003
<u>/s/ Kurt Petersen, Ph.D.</u> Kurt Petersen, Ph.D.	President, Chief Operating Officer and Director	June 16, 2003
<u>/s/ John R. Sluis</u> John R. Sluis	Vice President of Finance and Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	June 16, 2003
<u>/s/ Gerald S. Casilli</u> Gerald S. Casilli	Director	June 16, 2003
<u>/s/ Cristina H. Kepner</u> Cristina H. Kepner	Director	June 16, 2003
<u>/s/ Robert J. Easton</u> Robert J. Easton	Director	June 16, 2003
<u>/s/ Dean O. Morton</u> Dean O. Morton	Director	June 16, 2003
<u>/s/ Hollings C. Renton</u> Hollings C. Renton	Director	June 16, 2003

INDEX TO EXHIBITS

Item No.	Description of Exhibits
4.1	2000 Employee Stock Purchase Plan, as amended
4.2	1997 Stock Option Plan, as amended
5.1	Opinion of Fenwick & West LLP
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Fenwick & West LLP (filed as part of Exhibit 5.1)
24	Power of Attorney (see page 3)